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OF COUNSEL
URBAN A LESTER

20438-C, D, E

January 15, 1998

RECORDATION NO. FILED

JAN 15 '98 1-55PM

JAN 15 1 54 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A Williams
Secretary
Surface Transportation Board
Washington, D C. 20423

Dear Mr Williams

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two (2) copies of a each of the following secondary documents, all dated as of October 15, 1997 Memorandum of Amendment to Railroad Equipment Lease, Memorandum of Amendment to Railroad Car Net Lease Agreement and Assignment and Memorandum of Railcar Lease Agreement and Assignment

The names and addresses of the parties to the enclosed documents are

Memorandum of Amendment to Railroad Equipment Lease

Lessor	Pitney Bowes Credit Corporation 27 Waterview Drive Shelton, Connecticut 06484
Lessee	Trinity Industries Leasing Company 2000 Gardner Expressway Quincy, Illinois 62306

Kim Bartman

Mr. Vernon A Williams

January 15, 1998

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Memorandum of Amendment to Railroad Car Net Lease
Agreement and Assignment

Lessee Southern Illinois Railcar Company
One Mark Twain Plaza
Edwardsville, Illinois 62025

Lessor/Assignee Pitney Bowes Credit Corporation
27 Waterview Drive
Shelton, Connecticut 06484

Memorandum of Amendment to Railcar Lease
Agreement and Assignment

Lessee Continental Grain Company
222 South Riverside Plaza
Chicago, Illinois 60606

Lessor/Assignee Pitney Bowes Credit Corporation
27 Waterview Drive
Shelton, Connecticut 06484

A description of the railroad equipment covered by the enclosed documents is:

three (3) SIRX railcars are being deleted from the Lease and are being replaced by three (3) SICX railcars as set forth in the Amendments

Also enclosed is a check in the amount of \$72 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

MEMORANDUM OF AMENDMENT
 TO RAILROAD EQUIPMENT LEASE JAN 15 '98 1-55PM

RE: Memorandum of Railroad Equipment Lease between Pitney Bowes Credit Corporation ("Lessor") and Trinity Industries Leasing Company ("Lessee"), Surface Transportation Board Recordation No. 20438 filed December 31, 1996 at 10:05 A.M.

Please delete three (3) 1996 5127 Cubic Foot Triple Covered Hopper Railcars, manufactured by Trinity Industries, Inc., Lettered SIRX 512121, SIRX 512149 and SIRX 512236, and Serial Numbers 756959, 756987 and 757174 respectively and replace with the following:

Three (3) 1996 5161 Cubic Foot Triple Covered Hopper Railcars, Manufactured by Trinity Industries, Inc., Lettered SIRX 516500, SIRX 516501 and SIRX 516502, and Serial Numbers 763779, 763780 and 763781 respectively.

Except as specifically amended herein, all other terms and conditions of the Lease remain in full force and effect.

Dated this 15th day of October, 1997.

LESSOR
 PITNEY BOWES CREDIT CORPORATION

LESSEE
 TRINITY INDUSTRIES LEASING COMPANY

By: *L.D. Osmanski*

By: *Neil O. Shoop*

Printed Name: L.D. OSMANSKI

Printed Name: NEIL O. SHOOP

Its: VICE PRESIDENT

Its: TREASURER

State of California

County of Orange

On 1/14/98 before me, Patricia E. Heard,
DATE NAME, TITLE OF OFFICER-E G, "JANE DOE, NOTARY PUBLIC"

personally appeared L. D. Ransinski,
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Patricia E. Heard
Signature of Notary

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of the form

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE OFFICER

- _____
TITLE(S)
- PARTNER(S) LIMITED
 - ATTORNEY-IN-FACT GENERAL
 - TRUSTEE(S)
 - GUARDIAN/CONSERVATOR
 - OTHER _____
- _____

DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

SIGNER(S) OTHER THAN NAMED ABOVE

State of Texas

County of Dallas

On October 24, 1997 before me, Patricia A. Theiss,
DATE NAME, TITLE OF OFFICER-E G, "JANE DOE, NOTARY PUBLIC"

personally appeared Neil O. Shoop, Treasurer,
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Patricia A. Theiss

Signature of Notary

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of the form

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- PARTNER(S) LIMITED
- ATTORNEY-IN-FACT GENERAL
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

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SIGNER(S) OTHER THAN NAMED ABOVE